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U.S. BANKRUPTCY COURT
MARY A. SCHOTT, CLERK

GEORGE D. FRAME, LTD.
George D. Frame, Esq.
State Bar No. 000591
601 Greenway Rd., Ste. D
Henderson, NV 89002
(702) 598-4620 phone
(702) 598-4624 fax
Attorney for Defendant
John Dutkin, Trustee

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:

USA COMMERCIAL MORTGAGE COMPANY,) Case No. BK-S-06-10725 LBR
) Case No. BK-S-06-10726-LBR
Debtor.) Case No. BK-S-06-10727-LBR

In re:) Case No. BK-S-06-10728-LBR
) Case No. BK-S-06-10729-LBR

USA CAPITAL RALTY ADVISORS, LLC.)
) Chapter 11
Debtor.)

In re:)
) Jointly Administered Under
USA CAPITAL DIVERSIFIED TRUST DEED) Case No. BK-S-06-10725 LBR
FUND, LLC,)
Debtor.)

In re:)
)
USA CAPITAL FIRST TRUST DEED FUND,)
LLC,)
Debtor.)

In re:)
) CLAIM NO. 10725-01395

USA SECURITIES, LLC,)
Debtor.) RESPONSE OF JOHN DUTKIN,
Affects:) TRUSTEE, TO MOTION FOR SUMMARY
) JUDGMENT & OBJECTION OF USA
) COMMERCIAL MORTGAGE COMPANY
) TO CLAIM OF DUTKIN TRUST
) ASSERTING SECURED STATUS

☐ All Debtors)
☒ USA Commercial Mortgage Co.)
☐ USA Securities)
☐ USA Capital Realty Advisors,)
LLC)
☐ USA Capital Diversified Trust) Hearing date: October 15, 2007
Deed Fund, LLC) Hearing time: 9:30 a.m.
☐ USA First Trust Deed Fund, LLC)

Claimant, JOHN DUTKIN, TRUSTEE OF THE JOHN DUTKIN REVOCABLE LIVING
TRUST DATED 1/17/00, hereinafter referred to as "DUTKIN", by and through

1 his undersigned counsel, responds to Motion for Summary Judgment and
2 Objection of USA COMMERCIAL MORTGAGE COMPANY to the Secured Claim position
3 of the Dutkin Trust (Claim No. 10725-0139) as follows:

4 **FIRST AND FOREMOST:** The Secured Claim filed by the Trust is based
5 upon FRAUD committed by USA Commercial Mortgage Company against the Dutkin
6 Trust when USA sold the interests of the Dutkin Trust in various Deeds,
7 collected the purchase price from the various buyers, obtained Assignments
8 from the Dutkin Trust, "recorded" the Assignments, and issued bad checks
9 to the Dutkin Trust, thereby committing fraud in obtaining the interest
10 Dutkin Trust without paying the Dutkin Trust, depriving it of its security
11 under the Deeds and its consideration for the Assignments. By reason of
12 such fraudulent acts, the Dutkin Trust is entitled to become secured by
13 the assets of the Debtor since the Debtor deprived the Dutkin Trust of its
14 true security.

15 USACM and Trustee Berman have never addressed this issue and their
16 Motion for Summary Judgment and Objection to the Dutkin Trust Secured
17 Claim No. 10725-01395 should be denied.

18 The facts relating to this matter are as follows:

19 1. John Dutkin, original Trustee of the John Dutkin Revocable
20 Living Trust dated 1/17/00, did hold a security interest as a direct
21 lender in two borrowers' properties as collateral, to-wit:

22 A. Fiesta USA/Stoneridge with a balance owed thereon in the
23 sum of \$50,000.00, plus continuing interest; and

24 B. Brookmere/Matteson with a balance owed thereon in the sum
25 of \$6,120.90, plus continuing interest.

26 2. On October 4, 2004, John Dutkin died in Clark County, Nevada,
27 and by Order of Court entered on April 1, 2005, in Case No. P53531 in the
28 Eighth Judicial District Court of Clark County, Nevada, Philip Witko and
Ronald Witko were appointed Joint Successor Trustees of the John Dutkin

1 Revocable Living Trust Dated 1/17/00 and liquidation of the Trust assets
2 was ordered for the purpose of distribution to the beneficiaries.

3 3. In accordance with the terms of the District Court Order, USA
4 Commercial Mortgage was notified by the Successor Trustees of the need to
5 sell the interests of the Trust in both investments.

6 4. In and about February, 2006, USA Commercial Mortgage sent to the
7 Trustee Ronald Witko Assignments of Beneficial Interest in Deeds of Trust
8 requesting his signature releasing the Trust's interest in both the
9 Brookmere/Matteson and Fiesta USA/Stoneridge. Mr. Witko executed these
10 Assignments and returned them to USA thereby releasing the secured status
11 of the Trust in the respective properties. See Exhibits "A" - copies of
12 the recorded Assignments.

13 5. USA Commercial Mortgage then issued and mailed the following
14 checks to the John Dutkin Trust:

15 A. Check No. 2955 dated 3-27-2006 for \$25,000.00 in partial
16 payoff of the Fiesta USA account;

17 B. Check No. 2967 dated 3-30-2006 for \$25,000.00 in payoff
18 Of the balance of the Fiesta USA account; and

19 C. Check No. 2986 dated 4-5-2006 for \$6,120.90 in payoff of
20 the Brookmere/Matteson account.

21 See Exhibits "B" - copies of check stubs.

22 6. These checks were deposited to the account of the John Dutkin
23 Revocable Living Trust at the Nevada State Bank, Las Vegas, Nevada, on
24 April 26, 2006, and were returned and deducted from the Dutkin Trust
25 Account on May 1, 2006. See Exhibits "C" - copies of returned checks.

26 7. The acts of USA Commercial Mortgage in recording the Assignments
27 of Interest executed by Mr. Witko on behalf of the Dutkin Trust prior to
28 the clearance of the checks issued in consideration of such execution
constituted fraud when they pounced and has deprived the Dutkin Trust of
its original secured position under the Deeds of Trust and its money. By

1 reason of such deliberate and fraudulent acts on the part of USA
 2 Commercial Mortgage, the Dutkin Trust is entitled to payment of the
 3 \$56,120.90 represented by the checks issued in consideration for the
 4 Assignments or a secured Claim against the assets USA Commercial Mortgage.

5 8. This responding Claimant requests that it be awarded reasonable
 6 attorney's fees by reason of the necessity of responding twice to the
 7 Motion of USA Commercial Mortgage in that it was the fraudulent acts of
 8 USA Commercial Mortgage in causing the Dutkin Trust to loose its
 9 underlying security which necessitated the filing of the Secured Claim
 10 against USA Commercial Mortgage. Further, USACM and its Trustee Berman
 11 have never addressed this issue to date.

12 DATED this 12 day of August, 2007.

13 GEORGE D. FRAME, LTD.

14 By George D. Frame
 15 George D. Frame, Esq.
 16 601 Greenway Rd., Ste. D
 17 Henderson, NV 89002
 18 Attorney for Joint Successor
 19 Trustees Of John Dutkin Revoc.
 20 Liv. Trust Dated Jan. 17, 2000

21 CERTIFICATE OF MAILING

22 I hereby certify that I am an employee of GEORGE D. FRAME, LTD. and
 23 that on the 12 day of August, 2007, I did deposit in the United States
 24 Post Office at Henderson, Nevada, postage pre-paid, first class mail, in a
 25 sealed envelope, a true and correct copy of the foregoing document
 26 addressed to each party on the attached mailing matrix.

27 George D. Frame
 28 Employee of GEORGE D. FRAME, LTD.

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MAILING MATRIX

USA vs. DUTKIN, TRUSTEE, et al.

David W. Houston, P.C.
601 So. 7th St., 2nd Floor
Las Vegas, NV 89101

Beverly J Stiles, Trust
P. O. Box 1507
Albany, OR 97321

Rocklin/Redding, LLC
Frank Snopko
278 Sussex St.
Carson City, NV 89702

Judd Robbins
1340 Anderson Creek Rd.
Talent, OR 97540

Daniel & Laura Drubin
1363 W. Stony Run Place
Oro Valley, Arizona 85755

Grable P. Ronning
P. O. Box 7804
Incline Village, NV 89452

Gregory W. & Carrie M. Stimpson
2665 Firenze Drive
Sparks, NV 89434

Castulo O. Martinez
2208 Hot Oak. Ridge
Las Vegas, NV 89134

The Wild Water LP
P. O. Box 9288
Incline Village, NV 89452

Crosbie B. Ronning
P. O. Box 7804
Incline Village, NV 89452

First Saving Bank C/F
George J. Motto IRA
2605 E. Flamingo Rd.
Las Vegas, NV 89121

Gareth A.R. Craner Trustee
P. O. Box 1284
Minden, NV 89423

George W. Hubbard and
Carol N. Hubbard
6340 N. Calle Tregua Serena
Tucson, AZ 85750

John and Marie Mallin
9809 Pinnacle Pass Dr.
Las Vegas, NV 89117

Phillip N & Benita M. Ralston
28 Hassayampa Tr.
Henderson, NV 89052

James Feeney, Trustee
P. O. Box 19122
Reno, NV 89511

Janis N. Romo C/F
Mario W. Romo
P. O. Box 50522
Henderson, NV 89016

Marietta S. Von Berg, Trustee
24622 Rimrock Cyn Rd.
Salinas, CA 93908

Robert W. Ulm, Trustee
414 Morning Glory
St. Marys, GA 31558

Peter A. & Fabiola A. Bolino
17412 Serene Dr.
Morgan Hill, CA 95037

Howard Connell and Lorene Connell
1001 Jennis Silver St.
Las Vegas, NV 89145

Jean Jacques Berthelot Trustee of
9328 Sienna Vista Dr.
Las Vegas, NV 89117

First Trust Co. of Onaga C/F
Karen Moberly IRA
420 Warren Ter.
Hinsdale, IL 60521

Betty Kolstrup
1830 Balboa Drive
Reno, NV 89503

William P. Kenny and
Nancy J. Costello
P. O. Box 4242
Truckee, CA 96160

Donald Pinsker
8650 W. Verde Way
Las Vegas, NV 89149

1	Paul D. Graf and	M. Craig Medoff Trustee
2	Margaret A. Graf	3110 Larkwood Cr.
3	2530 Great Highway	Fallbrook, CA 92028
4	San Francisco, CA 94116	
5	Bunny Vreeland and	Scott A. Kusich
6	Scott A. Jusich	2720 Preston Ct.
7	2334 Eagle Creek Lane	Mt. View, CA 94040-4426
8	Oxnard, CA 93036	
9	Dina Ladd	Alan Bennett
10	355 Mogul Mountain Dr.	14225 S. Whisperwood Dr.
11	Reno, NV 89523	Reno, NV 89521-5223
12	Mary Ann Deal	Jeff P. Dillenburg
13	1813 N. California St.	Karen A. Dillenburg
14	Burbank, CA 91505	08135 Forbes Dr.
15	Monighetti, Inc.	Geneva, IL 60134-6032
16	Pete Monighetti	
17	6515 Frankie Lane	Ronald G. Gardner Trustee
18	Prunedale, CA 93907	430 Bavarian Dr.
19	John G. Schlichting and	Carson City, NV 89705-7010
20	Elizabeth A. Schlichting	
21	10653 Edgemont Pl	Leonard E. Schwartz, Esq., Esq.
22	Highlands Ranch, CO 80129-1835	Jeanette E. McPherson
23	Donald S. Tomlin and	2850 So. Jones Blvd., #1
24	Dorothy R. Tomlin,	Las Vegas, NV 89146-5308
25	7145 Beverly Glen Avenue	
26	Las Vegas, NV 89110	Susan M. Freeman, Esq.
27	Mark L. Eames and	Rob Charles, Esq.
28	Sandra K. Eames	Lewis and Roca LLP
29	7849 S. Valentia St.	3993 Howard Hughes Parkway, #600
30	Englewood, CO 80112	Las Vegas, NV 89169-5996
31	Robert L. Ogren Trustee	
32	3768 Rick Stratton Drive	Robert C. LePome, Esq.
33	Las Vegas, NV 89120	330 So. Third Street, #1100-B
34	Jasper Benincasa Jr.	Las Vegas, NV 89101
35	9359 Roping Cowboy Ave.	
36	Las Vegas, NV 89178	John J. Laxague, Esq.
37	Pat A. Dolce and Lora Dean Dolce	3272 E. Warm Springs Rd.
38	4410 W. Jefferson Blvd.	Las Vegas, NV 89120
39	Los Angeles, CA 90016	
40	Drs. Stanley Alexander and	Dean T. Kirby, Jr., Esq.
41	Florence Alexander	600 B Street, Ste. 1950
42	812 Sweetwater Club Blvd.	San Diego, CA 92101-4515
43	Longwood, FL 32779	
44	MW Gorts and Company and	Michelle L. Abrams, Esq.
45	Edwin Arnold IRA	7201 W. Lake Mead Blvd., #210
46	7820 Emerald Harbor Ct.	Las Vegas, NV 89128
47	Las Vegas, NV 89128	
48		Janet L. Chubb, Esq.
49		P. O. Box 281
50		Reno, NV 89504-0281
51		
52		Ambrish S. Sidhu, Esq.
53		Zachariah Larson, Esq.
54		810. So. Casino Center Blvd. #104
55		Las Vegas, NV 89101

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Richard W. Esterkin, Esq.
Asa S. Hami, Esq.
300 So. Grand Ave. 22nd Floor
Los Angeles, CA 90071-3132

Robert P. Goe, Esq.
660 Newport Center Dr., Ste. 320
Newport Beach, CA 92660

Jeffrey R. Hall, Esq.
Shlomo S. Sherman, Esq.
228 So. Fourth St., 1st Floor
Las Vegas, NV 89101

Stephen R. Harris, Esq.
417 W. Plumb Lane
Reno, NV 89509

Victoria L. Nelson, Esq.
400 So. 4th Street, 3rd Floor
Las Vegas, NV 89101

Nov 02 2006 5:40PM Robert C. LePome, Esq.

7 385.3417

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Received Fax : Oct 23 2006 2:33p

Fax Station : Robert C. LePome, Esq.

p. 2

Oct 23 06 02:37p

Jonathan J. Lord, Esq.

(702) 474-0381

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Recording Requested By
First American Title Company

When Recorded, Return To:
USA Commercial Mortgage Company, Inc.
4484 South Pecos Road
Las Vegas, NV 89121

DOC # 2006-0267258

04/13/2006 08:00A Fee:18.00

Page 1 of 4

Recorded in Official Records
County of Riverside

Larry W. Ward

Assessor, County Clerk & Recorder



2045-21

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ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to Howard Connell & Lorene Connell, husband & wife, as joint tenants with right of survivorship ("Assignee") Twenty-Five Thousand Dollars (\$25,000) of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated September 22, 2003 executed by Capital Land Investors, LLC, a California limited liability company as Trustor, First American Title Company as Trustee and those person listed on Exhibit "A" hereto as Beneficiaries. The Deed of Trust was recorded on June 22, 2004 as Document No. 2004-0479211 in the Official Records of Riverside County, California with all amendments and modifications thereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 23 day of March, 2006.

ASSIGNOR: Ronald J. Witko, Executor of the John Dutkin Revocable Living Trust dated 1/17/00

Ronald J. Witko
Ronald J. Witko, Executor

STATE OF Pa)
COUNTY OF Lehigh) ss.

On 3/23, 2006, before me, Ronald J. Witko, a Notary Public in and for said State, personally appeared Ronald J. Witko, Executor of the John Dutkin Revocable Living Trust dated 1/17/00, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Sandra Lee Miller
Signature

(Seal)

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Sandra Lee Miller, Notary Public

Hannover Twp., Lehigh County

My Commission Expires Cir. 5, 2008

Member, Pennsylvania Association Of Notaries

Recording Requested By First American Title Company

When Recorded, Return To:
USA Commercial Mortgage Company, Inc.
4484 South Pecos Road
Las Vegas, NV 89121

DOC # 2006-0267260
04/13/2006 08:00A Fee:18.00
Page 1 of 4
Recorded in Official Records
County of Riverside
Larry W. Ward
Assessor, County Clerk & Recorder



2045-21

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ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **Jean Jacques Berthelot Trustee of the Berthelot Living Trust dated 4/9/03** ("Assignee") Twenty-Five Thousand Dollars (\$25,000) of Assignor's undivided beneficial interest in the Deed of Trust (as defined below). As used herein "Deed of Trust" shall mean that certain Deed of Trust, Assignments of Rents, Security Agreement and Fixture Filing (the "Deed of Trust") dated September 22, 2003 executed by **Capital Land Investors, LLC**, a California limited liability company as Trustor, First American Title Company as Trustee and those person listed on Exhibit "A" hereto as Beneficiaries. The Deed of Trust was recorded on June 22, 2004 as Document No. 2004-0479211 in the Official Records of Riverside County, California with all amendments and modifications thereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 23 day of March, 2006.

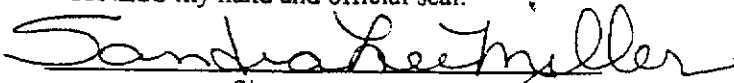
ASSIGNOR: **Ronald J. Witko, Executor of the John Dutkin Revocable Living Trust dated 1/17/00**


Ronald J. Witko, Executor

STATE OF Pa)
COUNTY OF Lehigh) ss.

On 3/23, 2006, before me, Ronald J. Witko, a Notary Public in and for said State, personally appeared **Ronald J. Witko, Executor of the John Dutkin Revocable Living Trust dated 1/17/00**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Signature

(Seal)

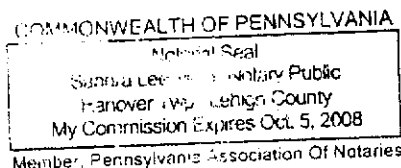


EXHIBIT "A"**LENDERS**

Fiesta USA/Stoneridge

NAME	Amount
Bert E. Arnlund Trustee of the Bert E. Arnlund Charitable Remainder Unitrust dated 12/31/01	\$28,000.00
X-Factor, Inc., a Nevada corporation	\$405,000.00
Thomas Avena & Cindy Avena, husband & wife, as joint tenants with right of survivorship	\$100,000.00
Teresa Anne Bell Trustee of the Teresa Anne Bell Living Trust	\$50,000.00
Stanley Belnap & Gloria Belnap, husband & wife, as joint tenants with right of survivorship	\$200,000.00
Alan B. Bennett, A Married Man Dealing With His Sole & Separate Property	\$60,000.00
Jean Jacques Berthelot Trustee of the Berthelot Living Trust dated 4/9/03	\$25,000.00
David P. Betteridge, a single man	\$35,000.00
Brooks Bishofberger, an unmarried man	\$25,000.00
Thomas E. Bishofberger & Betty Bishofberger Trustees of the Bishofberger Char. Rem. Trust UAD 11/3/94	\$50,000.00
Florence Bolatin Trustee of the Florence Bolatin Living Trust dated 10/28/93	\$20,000.00
Zoe Brown Trustee of the Zoe Brown 1989 Family Trust	\$25,000.00
Bruce D. Bryen, an unmarried man, transfer on death to Erica Bryen, an unmarried woman	\$100,000.00
Cynthia D. Burdige Trustee of the Cynthia D. Burdige Trust U/A dated 4/13/00	\$100,000.00
Jillian Campbell & Patsy Rieger, joint tenants with right of survivorship	\$35,000.00
James B. Cardwell Trustee of the Cardwell Charitable Trust	\$50,000.00
Robert Carollo & Beverly Carollo, husband & wife, as joint tenants with right of survivorship	\$50,000.00
Howard Connell & Lorene Connell, husband & wife, as joint tenants with right of survivorship	\$37,500.00
James A. Coy & Margaret G. Coy Trustees of the James A. Coy & Margaret G. Coy Revocable Trust dated 9/27/00	\$27,000.00
Gareth A. R. Craner Trustee of The Gareth A. R. Craner Trust Dtd 6/01/02	\$50,000.00
S & P Davis Limited Partnership, a Texas Partnership	\$100,000.00
DeHart/Hooks, LP a Nevada limited partnership	\$100,000.00
William A. Downey, married man dealing with his sole & separate property	\$280,000.00
Daniel T. Drubin & Laura Drubin, husband & wife, as joint tenants with right of survivorship	\$220,000.00
Robert D. Earp, a married man dealing with his sole & separate property	\$50,000.00
Ronald W. Ezra Trustee of the Ronald W. Ezra Living Trust	\$25,000.00
William H. Favro & Carol M. Favro Trustees of the Favro Trust dated 9/14/00	\$50,000.00
James Feeney Trustee of the E & M Hardware Profit Sharing Plan	\$100,000.00
Larry Fernandez Trustee of the Fernandez Family Trust dated 6/20/84	\$100,000.00
Gilda Ferrara, an unmarried woman	\$37,000.00
Iain B. Finlayson Trustee of the Finlayson 1991 Family Trust	\$500,000.00
Karyn Y. Finlayson Trustee of the 2003 Karyn Y. Finlayson Trust dated 12/29/03	\$100,000.00
George J. Gage & Miriam B. Gage Co-Trustees of the George Gage Trust dated 10/8/99	\$100,000.00

Fiesta USA/Stoneridge

NAME	Amount
Ronald G. Gardner Trustee of the Ronald G. Gardner Trust	\$50,000.00
Nogah Gaynor, Laurie Merlis & Steven Elster, joint tenants with right of survivorship	\$30,000.00
Stanley C. Germain & Dorothy Germain, husband & wife, as joint tenants with right of survivorship	\$50,000.00
Noel S. Gouveia, a married man dealing with his sole & separate property	\$25,000.00
Bernard Greenblatt Trustee of the Bernard Greenblatt Living Trust UA dated 7/15/96	\$300,000.00
Reverend Timothy Hall Trustee of the Nash Irrevocable Trust	\$75,000.00
Susan P. Hall Trustee of the George W. Hall & Susan P. Hall Revocable Living Trust dated 10/26/01	\$32,000.00
Raymond E. Harshman & Margaret E. Harshman Trustees of the Raymond E. & Margaret Elise Harshman Family Trust dated 3/4/87	\$40,000.00
Michael Hedlund & Carol Hedlund, husband & wife, as joint tenants with right of survivorship	\$50,000.00
Mel Herman & Emma Herman husband & wife as joint tenants with rights of survivorship	\$100,000.00
Marjorie Howarth, an unmarried woman	\$25,000.00
George W. Hubbard and Carol N. Hubbard Trustees of the Hubbard trust dated 7/29/1998	\$90,000.00
Jamie Huish & Margo Huish, husband & wife, as joint tenants with right of survivorship	\$50,000.00
Porter A. Hurt, a single man	\$100,000.00
Margarita Jung, a single woman	\$25,000.00
Arthur E. Kebble & Thelma M. Kebble Trustees of the Arthur E. Kebble & Thelma M. Kebble Family Trust dated 5/19/95	\$25,000.00
Christina M. Kehl, an unmarried woman	\$150,000.00
Robert J. Kehl & Ruth Ann Kehl, husband & wife, as joint tenants with right of survivorship	\$500,000.00
William P. Kenny and Nancy J. Costello, husband and wife, as joint tenants with right of survivorship	\$90,000.00
Norman Kiven, a married man dealing with his sole & separate property	\$100,000.00
Betty Kolstrup, a single woman dealing with her sole and separate property	\$100,000.00
Paul L. Kwiatkowski and Colita Jo Kwiatkowski, Trustees of the Kwiatkowski Revocable Trust, dated 12/17/04	\$70,000.00
Gary Leach & Stacie Leach, husband & wife, as joint tenants with right of survivorship	\$10,000.00
Andrew J. Lembersky, an unmarried man	\$145,000.00
Leona Lubliner Trustee of the Leona Lubliner Living Trust U/A dated 7/16/96	\$40,000.00
Philip Lyons & Dora Lyons Trustees of the Philip & Dora Lyons Trust UA 8/9/99	\$30,000.00
Gabriel A. Martinez Trustee of the GGRM Pension Profit Sharing Plan	\$133,000.00
Leonard Martinez & Tara Martinez, husband & wife, as joint tenants with right of survivorship	\$30,000.00
Marcella Martinez & Ross Martinez Trustees of the Martinez Family Trust dated 2/24/97	\$50,000.00
Dale J. McMullan Trustee of the McMullan Living Trust dated 8/19/94	\$50,000.00
Harvey J. McShaffrey & Christina F. McShaffrey Trustees of the McShaffrey Living Trust dated 3/27/81	\$50,000.00
Joseph L. Melz and Sandra L. Melz, husband and wife, as joint tenants with the right of survivorship	\$50,000.00
George H. Michael & Doramae Michael Trustees of the George H. Michael Family Trust Agreement dated 12/4/81	\$150,000.00

Fiesta USA/Stoneridge

NAME	Amount
Barbara Reiss Miller Trustee of the Barbara Reiss Miller Revocable Living Trust dated 2/4/03	\$50,000.00
Douglas Minter & Elizabeth F. Minter Trustees of the Minter Family 1994 Trust	\$150,000.00
Matthew Molitch Trustee of the Molitch 1997 Trust	\$100,000.00
Herbert W. Mueller & Linda Mueller, Trustees of the Herbert & Linda Mueller Trust dated 2/10/93	\$25,000.00
John Nix & Lisa Nix, husband & wife, as joint tenants with right of survivorship	\$75,000.00
Roger Noorthoek, an unmarried man	\$25,000.00
Robert Oxendorf & Gary C. Mehlberg Trustees of the Robert Oxendorf Trust dated 3/27/90	\$12,500.00
Donald H. Pinsker, an unmarried man	\$17,000.00
Richard Pocock & Cathy Pocock, husband & wife, as joint tenants with right of survivorship	\$60,000.00
Jack Polen Trustee of the Jack & Gladys Polen Family Trust dated 6/23/88	\$25,000.00
Rains Properties, LP, a Nevada limited partnership	\$200,000.00
First Savings Bank Custodian For Manuel G. Rice IRA	\$18,000.00
Frank W. Richardson & Margaret S. Richardson Trustees of the Richardson Family Trust Under Agreement dated 11/2/88	\$13,000.00
Larry L. Rieger & Patsy R. Rieger Trustees of the Larry L. Rieger & Patsy R. Rieger Revocable Trust dated 8/14/91	\$100,000.00
Saul Roisental & Ilene Roisental Trustees of the Roisental Family Trust	\$50,000.00
William J. Rozak, Jr., an unmarried man	\$65,000.00
Frederick William Scholem II Trustee of the Williams Trust	\$25,000.00
Rocklin/Redding LLC	\$110,000.00
Carallas Holdings, Inc.	\$2,000,000.00
Robert S. Speckert Trustee of the Robert S. Speckert Rev. Living Trust dated 6/11/92	\$50,000.00
T. Dwight Sper & Bonnie J. Sper Trustees of the T.D.S. Revocable Family Trust dated 9/29/98	\$25,000.00
Brett W. Sperry, an unmarried man	\$200,000.00
Lesley Stricker, a widow	\$25,000.00
KTaylorGO Investments, LTD, a Texas company	\$100,000.00
First Savings Bank Custodian For Louise Teeter IRA Rollover	\$55,000.00
Bob G. Thrower and Debra A. Thrower, husband and wife, as joint tenants with right of survivorship	\$150,000.00
Noemi N. Turok, a widow	\$50,000.00
John D. Vanderslice & Nancy C. Vanderslice Trustees of the Vanderslice Trust dated 6/1/96	\$50,000.00
Robert R. Wade Trustee of the Robert R. Wade Revocable Trust dated 5/22/01	\$50,000.00
Diana F. Weiland Trustee for the benefit of Gerald R. Weiland & Diana F. Weiland Trust	\$50,000.00
Gregory D. Yonai Trustee of the Gregory D. Yonai Family Trust	\$25,000.00
<i>Exhibit 'A' for 97 people with a total \$ value of</i>	\$10,000,000.00

When Recorded, Return To:
 USA Commercial Mortgage Company
 4484 South Pecos Road
 Las Vegas, NV 89121

ASSIGNMENT OF BENEFICIAL INTEREST IN DEED OF TRUST

FOR VALUE RECEIVED, THE UNDERSIGNED ("Assignor") hereby grants, assigns, sets over and transfers to **First Trust Company Of Onaga Custodian For Karen S. Moberly IRA** ("Assignee") One Hundred Percent (100%) of Assignor's undivided beneficial interest in the Mortgage (as defined below). As used herein, "Mortgage" shall mean that certain Mortgage, Assignment of Rents and Security Agreement (the "Mortgage") dated October 29, 2003 executed by **Brookmere, LLC and Lord & Essex Matteson, LLC**, as Trustor, Chicago Title Company, as Trustee, in favor of those persons listed on Exhibit "A" as beneficiaries. The Mortgage was recorded on November 7, 2003, as Document No. 0331127011 in the Official Records of Cook County, Illinois. The current Beneficiaries are shown on Exhibit "A" attached hereto.

This Assignment is made together with the Note or Notes therein described or referred to therein, the money due or to become due thereon, together with interest and rights accrued or to accrue under said Deed of Trust.

DATED this 23 day of March 2006.


ASSIGNORS: **Ronald J. Witko, Executor of the John Dutkin Revocable Living Trust dated 1/17/00**


 Ronald J. Witko, Executor

STATE OF Pa)
) ss.
 COUNTY OF Lehigh)

On 3/23, 2006, before me, Ronald J. Witko, a Notary Public in and for said State, personally appeared **Ronald J. Witko, Executor of the John Dutkin Revocable Living Trust dated 1/17/00** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


 Signature

(Seal)

COMMONWEALTH OF PENNSYLVANIA
 Notarial Seal
 Sandra Lee Miller, Notary Public
 Hanover Twp., Lehigh County
 My Commission Expires Oct. 5, 2008

Member, Pennsylvania Association Of Notaries

When Recorded, Return To:
 USA Commercial Mortgage Company
 4484 South Pecos Road
 Las Vegas, NV 89121

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WITNESS my hand and official seal.


 Signature

(Seal)

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Sandra Lee Miller, Notary Public
 Hanover Twp., Lehigh County
 My Commission Expires Oct. 5, 2008

Member, Pennsylvania Association Of Notaries

2967

USA COMMERCIAL MORTGAGE COMPANY-INVESTORS TRUST ACCOUNT

COMMERCIAL MORTGAGE COMPANY-INVESTORS TRUST ACCOUNT					
Vendor ID	Name	Payment Number	Check Date	Document Number	
DUTKIN J	John Dutkin, Trustee	00000676	3/30/2006	2967	
Our Voucher Number	Date	Amount	Amount Paid	Discount	Net Amount Paid
ASGMT FIESTA USA	3/30/2006	\$25,000.00	\$25,000.00	\$0.00	\$25,000.00

\$25,000.00 \$25,000.00 \$0.00 \$25,000.00

2955

USA COMMERCIAL MORTGAGE COMPANY-INVESTORS TRUST ACCOUNT

COMMERCIAL MORTGAGE COMPANY-INVESTORS TRUST ACCOUNT					
Vendor ID	Name	Payment Number	Check Date	Document Number	
DUTKIN J	John Dutkin, Trustee	00000642	3/27/2006	2955	
Our Voucher Number	Date	Amount	Amount Paid	Discount	Net Amount Paid
ASGMT FIESTA USA	3/27/2006	\$25,000.00	\$25,000.00	\$0.00	\$25,000.00

\$25,000.00 \$25,000.00 \$0.00 \$25,000.00

2986

USA COMMERCIAL MORTGAGE COMPANY-INVESTORS TRUST ACCOUNT

COMMERCIAL MORTGAGE COMPANY-INVESTORS TRUST ACCOUNT					
Vendor ID	Name	Payment Number	Check Date	Document Number	
DUTKIN J	John Dutkin, Trustee	00000794	4/5/2006	2986	
Our Voucher Number	Date	Amount	Amount Paid	Discount	Net Amount Paid
ASGMT BROOKMERE	4/5/2006	\$6,120.90	\$6,120.90	\$0.00	\$6,120.90

\$6,120.90 \$6,120.90 \$0.00 \$6,120.90



NEVADA STATE BANK™
P.O. Box 990 Las Vegas, NV 89125-0990

NOTICE OF CHECK RETURNED UNPAID

5/1/2006

1703

SUMMERLIN - LAKE MEAD (702) 242-1279

This advice contains 1 item(s) being returned to your account
580001678 for a total of \$25,000.00, plus a service fee of
\$4.00.

JOHN DUTKIN TTEE
THE JOHN DUTKIN REVOC LIV TRUST
HOLD AT UT SLSC 0888
DO NOT MAIL NV 89134-6614

|||||

Account 580001678
Bank 18

Maker Name USA COMMERCIAL

Ret. Reason NSF

Amount \$25,000.00

Charge Amount: \$25,000.00

1:9999 99991:

580001678

0000170301

2967

USA COMMERCIAL MORTGAGE COMPANY
INVESTORS TRUST ACCOUNT
4484 S PECOS RD
LAS VEGAS, NV 89121
(702) 734-2400

WELLS FARGO BANK, N.A.
LAS VEGAS, NV 89119
94-7074-3212

3/30/2006

DATE

AMOUNT
\$25,000.00

REFER TO MAKER

PAY Twenty Five Thousand Dollars And 00 Cents

TO THE
ORDER
OF

John Dutkin, Trustee
Revocable Living Trust
4635 Rose Dr.
Emmaus PA 18049

Leanne Williams

002967 32127074210465657146

0002500000



NEVADA STATE BANK™

P.O. Box 990 Las Vegas, NV 89125-0990

NOTICE OF CHECK RETURNED UNPAID

5/1/2006

1704

SUMMERLIN - LAKE MEAD (702) 242-1279

This advice contains 1 item(s) being returned to your account
580001678 for a total of \$25,000.00, plus a service fee of
\$4.00.

JOHN DUTKIN TTEE
THE JOHN DUTKIN REVOC LIV TRUST
HOLD AT UT SLSC 0888
DO NOT MAIL NV 89134-6614

Account	580001678
Bank	18
Maker Name	USA COMMERCIAL
Ret. Reason	NSF
Amount	\$25,000.00

|||||

Charge Amount: \$25,000.00

1:9999 9999:

58000 1678

0000 17040

USA COMMERCIAL MORTGAGE COMPANY
INVESTORS TRUST ACCOUNT
4484 S PECOS RD
LAS VEGAS, NV 89121
(702) 734-2400

WELLS FARGO BANK, N.A.
LAS VEGAS, NV 89119
94-7074-3212

3/27/2006

DATE

AMOUNT
\$25,000.00

2955

REFER TO MAKER

PAY Twenty Five Thousand Dollars And 00 Cents

TO THE
ORDER
OF

John Dutkin, Trustee
Revocable Living Trust
4635 Rose Dr.
Emmaus PA 18049

Leann White

00 2955 3 2 1 2 7 0 7 4 2 0 4 6 5 6 5 7 1 4 6

0000 2500000



NEVADA STATE BANK™

P.O. Box 990 Las Vegas, NV 89125-0990

NOTICE OF CHECK RETURNED UNPAID

5/1/2006

1702

SUMMERLIN - LAKE MEAD (702) 242-1279

This advice contains 1 item(s) being returned to your account
580001678 for a total of \$6,120.90, plus a service fee of
\$4.00.

JOHN DUTKIN TTEE
THE JOHN DUTKIN REVOC LIV TRUST
HOLD AT UT SLSC 0888
DO NOT MAIL NV 89134-6614

Account 580001678
Bank 18

Maker Name USA COMMERCIAL

Ret. Reason NSF

Amount \$6,120.90

Charge Amount: \$6,120.90

|||||

129999 99999

580001678

10000170201

2986

USA COMMERCIAL MORTGAGE COMPANY

INVESTORS TRUST ACCOUNT
4484 S PECOS RD
LAS VEGAS, NV 89121
(702) 734-2400

WELLS FARGO BANK, N.A.
LAS VEGAS, NV 89119
94-7074-3212

4/5/2006

DATE

AMOUNT
\$6,120.90

REFER TO MAKER

PAY Six Thousand One Hundred Twenty Dollars And 90 Cents

TO THE
ORDER
OF

John Dutkin, Trustee
Revocable Living Trust
4635 Rose Dr.
Emmaus PA 18049

Lanallise

002986 132127074210465657146

00000612090